

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

1164305

OMB APPROVAL

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FORM D

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION



04031839

SEC USE ONLY

Prefix Serial

DATE RECEIVED

Name of Offering: ☐ (check if this is an amendment and name has changed, and indicate change.)

NuVox, Inc. Common Stock, \$.01 par value per share

Filing Under (Check box(es) that apply: ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Rule 4(6) ☒ ULOE
Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer.

Name of Issuer: ☐ (check if this is an amendment and name has changed, and indicate change.)

NuVox, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)
Two N. Main Street, Greenville, South Carolina 29601

Telephone Number (Including Area Code)
(864) 672-5000

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

Provider of telecommunications services

Type of Business Organization:

☒ corporation ☐ limited partnership, already formed ☐ other (please specify):
☐ business trust ☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization Month Year ☒ Actual ☐ Estimated
06 98

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postage Service abbreviation for State: **DE**
CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at the address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Akerhielm, James W.

Business or Residence Address (Number and Street, City, State, Zip Code)

Two N. Main Street, Greenville, South Carolina 29601Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Benyo, Christopher J.

Business or Residence Address (Number and Street, City, State, Zip Code)

Two N. Main Street, Greenville, South Carolina 29601Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Dubow, Lawrence S.

Business or Residence Address (Number and Street, City, State, Zip Code)

Two N. Main Street, Greenville, South Carolina 29601Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Fleming, Jr., James B.

Business or Residence Address (Number and Street, City, State, Zip Code)

Columbia Capital, 201 North Union Street, Suite 300, Alexandria, VA 22314Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Gheewalla, Robert R.

Business or Residence Address (Number and Street, City, State, Zip Code)

Goldman Sachs & Co., 85 Broad Street, 10th Floor, New York, New York 10004Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Greene, Jr., James H.

Business or Residence Address (Number and Street, City, State, Zip Code)

Kohlberg Kravis Roberts & Co., L.P., 9 W. 57th Street, New York, NY 10019Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Hannon, Michael R.

Business or Residence Address (Number and Street, City, State, Zip Code)

J.P. Morgan Partners, 1221 Avenue of the Americas, 39th Floor, New York, NY 10020-1080Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Houser, Charles S.

Business or Residence Address (Number and Street, City, State, Zip Code)

101 River Route, 11866 Magnolia Street, Magnolia Springs, AL 36555Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Huber, Michael

Business or Residence Address (Number and Street, City, State, Zip Code)

Quadrangle Capital Partners, 375 Park Avenue, 14th Floor, New York, NY 10152Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Hudson, David K.

Business or Residence Address (Number and Street, City, State, Zip Code)

Two N. Main Street, Greenville, South Carolina 29601	
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Johnstone, R. Clint	
Business or Residence Address (Number and Street, City, State, Zip Code) Two N. Main Street, Greenville, South Carolina 29601	
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Laverack, Jr., William	
Business or Residence Address (Number and Street, City, State, Zip Code) J.H. Whitney & Co., 177 Broad Street, 15th Floor, Stamford, CT 06901	
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Murphy, Riley M.	
Business or Residence Address (Number and Street, City, State, Zip Code) Two N. Main Street, Greenville, South Carolina 29601	
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Perper, Scott B.	
Business or Residence Address (Number and Street, City, State, Zip Code) Wachovia Capital Partners, 301 South College Street, Charlotte, NC 28288	
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Pitts, Paul A.	
Business or Residence Address (Number and Street, City, State, Zip Code) Two N. Main Street, Greenville, South Carolina 29601	
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Shoemaker, Stephen H.	
Business or Residence Address (Number and Street, City, State, Zip Code) Two N. Main Street, Greenville, South Carolina 29601	
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Solomon, David L.	
Business or Residence Address (Number and Street, City, State, Zip Code) Two N. Main Street, Greenville, South Carolina 29601	
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Young, Josephine	
Business or Residence Address (Number and Street, City, State, Zip Code) Two N. Main Street, Greenville, South Carolina 29601	
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Wade, James F.	
Business or Residence Address (Number and Street, City, State, Zip Code) M/C Venture Partners V, L.P., 75 State Street, Boston, MA 02119	
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) NSHI Ventures LLC	
Business or Residence Address (Number and Street, City, State, Zip Code) Kohlberg Kravis Roberts & Co., L.P., 9 W. 57th Street, New York, NY 10019	

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ☒ Yes ☐ No
Answer also in appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... N/A
Yes No
3. Does the offering permit joint ownership of a single unit? ☐ Yes ☒ No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the names of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

None

Business or Resident Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

☐ AL ☐ AK ☐ AZ ☐ AR ☐ CA ☐ CO ☐ CT ☐ DE ☐ DC ☐ FL ☐ GA ☐ HI ☐ ID ☐ IL ☐ IN ☐ IA ☐ KS ☐ KY ☐ LA ☐ ME ☐ MD ☐ MA ☐ MI ☐ MN ☐ MS ☐ MO ☐ MT ☐ NE ☐ NV ☐ NH ☐ NJ ☐ NM ☐ NY ☐ NC ☐ ND ☐ OH ☐ OK ☐ OR ☐ PA ☐ RI ☐ SC ☐ SD ☐ TN ☐ TX ☐ UT ☐ VT ☐ VA ☐ WA ☐ WV ☐ WI ☐ WY ☐ PR

Full Name (Last name first, if individual)

Business or Resident Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

☐ AL ☐ AK ☐ AZ ☐ AR ☐ CA ☐ CO ☐ CT ☐ DE ☐ DC ☐ FL ☐ GA ☐ HI ☐ ID ☐ IL ☐ IN ☐ IA ☐ KS ☐ KY ☐ LA ☐ ME ☐ MD ☐ MA ☐ MI ☐ MN ☐ MS ☐ MO ☐ MT ☐ NE ☐ NV ☐ NH ☐ NJ ☐ NM ☐ NY ☐ NC ☐ ND ☐ OH ☐ OK ☐ OR ☐ PA ☐ RI ☐ SC ☐ SD ☐ TN ☐ TX ☐ UT ☐ VT ☐ VA ☐ WA ☐ WV ☐ WI ☐ WY ☐ PR

Full Name (Last name first, if individual)

Business or Resident Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

☐ AL ☐ AK ☐ AZ ☐ AR ☐ CA ☐ CO ☐ CT ☐ DE ☐ DC ☐ FL ☐ GA ☐ HI ☐ ID ☐ IL ☐ IN ☐ IA ☐ KS ☐ KY ☐ LA ☐ ME ☐ MD ☐ MA ☐ MI ☐ MN ☐ MS ☐ MO ☐ MT ☐ NE ☐ NV ☐ NH ☐ NJ ☐ NM ☐ NY ☐ NC ☐ ND ☐ OH ☐ OK ☐ OR ☐ PA ☐ RI ☐ SC ☐ SD ☐ TN ☐ TX ☐ UT ☐ VT ☐ VA ☐ WA ☐ WV ☐ WI ☐ WY ☐ PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or zero". If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.^{(1) (2)}

Type of Security.	Aggregate Securities Offered	Amount of Securities Sold
Debt	0	0
Equity	155,927,848 ⁽¹⁾	155,927,848 ⁽¹⁾
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	0	0
Partnership Interests.....	0	0
Other (Specify)	0	0
Total.....	155,927,848 ⁽¹⁾	155,927,848 ⁽¹⁾

Answer also in Appendix, Column 3, if filing under ULOE

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero".

	Number Investors	Aggregate Amount of Securities Sold
Accredited Investors	90	153,806,828 ⁽¹⁾
Non-accredited Investors	27	2,121,020 ⁽¹⁾
Total (for filings under Rule 504 only)		

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....		\$
Regulation A.....		\$
Rule 504.....		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ 0
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 635,000
Accounting Fees	<input type="checkbox"/>	\$ 0
Engineering Fees.....	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0
Other Expenses (identify): <u>Miscellaneous expenses</u>	<input type="checkbox"/>	\$ 0
Total	<input checked="" type="checkbox"/>	\$ 635,000

- b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expense furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ N/A⁽¹⁾⁽²⁾

- (1) Pursuant to the Agreement and Plan of Merger dated February 24, 2004 by and between NuVox, Inc. ("NuVox"), NewSouth Holdings, Inc. ("NewSouth") and NS Transition Corp. ("Acquisition Subsidiary"), Acquisition Subsidiary merged with and into NewSouth on May 21, 2004, with NewSouth being the surviving corporation and becoming a wholly owned subsidiary of NuVox (the "Merger"). As a result of the Merger, NewSouth's preferred stock was converted into 68,170,613 shares of NuVox common stock and NewSouth's common stock was converted into 12,426,624 shares of NuVox common stock. Pursuant to the Amended and Restated Certificate of Incorporation of NuVox, Inc., 60,564,865 shares of NuVox Series A preferred stock were converted into 75,330,610 shares of NuVox common stock.
- (2) NuVox did not receive any proceeds as a result of the Merger.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS


5. Indicate below the amount of the adjusted gross proceeds to the issuer user or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – question 4.b. above.

	Payments to Officers, Directors, and Affiliates ⁽¹⁾⁽²⁾	Payments to Others ⁽¹⁾⁽²⁾
Salaries and fees	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase of real estate.....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Construction or leasing of plant building and facilities.....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Repayment of indebtedness	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Working capital	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Other (specify):	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ N/A ⁽¹⁾⁽²⁾
.....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
.....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ N/A ⁽¹⁾⁽²⁾
Column Totals	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ N/A ⁽¹⁾⁽²⁾
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ N/A ⁽¹⁾⁽²⁾	

- (3) Pursuant to the Agreement and Plan of Merger dated February 24, 2004 by and between NuVox, Inc. ("NuVox"), NewSouth Holdings, Inc. ("NewSouth") and NS Transition Corp. ("Acquisition Subsidiary"), Acquisition Subsidiary merged with and into NewSouth on May 21, 2004, with NewSouth being the surviving corporation and becoming a wholly owned subsidiary of NuVox (the "Merger"). As a result of the Merger, NewSouth's preferred stock was converted into 68,170,613 shares of NuVox common stock and NewSouth's common stock was converted into 12,426,624 shares of NuVox common stock. Pursuant to the Amended and Restated Certificate of Incorporation of NuVox, Inc., 60,564,865 shares of NuVox Series A preferred stock were converted into 75,330,610 shares of NuVox common stock.
- (4) NuVox did not receive any proceeds as a result of the Merger.

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) NUVOX, INC.	Signature 	Date June 2, 2004
Name of Signer (Print or Type) Riley M. Murphy	Title of Signer (Print or Type) Executive Vice President	

Attention

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)